

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

CARLTON TECHNOLOGIES, INC.,)	
)	
Plaintiff,)	Case No. 07 C 06757
)	Judge Coar
v.)	Magistrate Judge Mason
)	
JEFFREY GRAFSTEIN)	
and BIZ 120, INC.,)	Trial by Jury Demanded
)	
Defendants.)	

AGREED ORDER

This matter having come before the Court on Plaintiff's Motion for Preliminary Injunction and Motion to Expedite Discovery, the Court being duly advised in the premises, it is hereby ordered:

I. Defendants Jeffrey Grafstein ("Grafstein") and Biz 120, Inc. ("Biz 120") shall return all documents and files, in whatever form stored, that were taken or retained from Plaintiff Carlton Technologies, Inc. ("Carlton"), according to the following terms:

(A) Within forty-eight (48) hours of entry of this Order, Grafstein and Biz 120 shall unconditionally produce all copies of all documents that they know were taken or retained from Carlton.

(B) Within seven (7) days of entry of this Order, Grafstein and Biz 120 shall make available for inspection and copying by Carlton's attorneys and a Carlton representative: (1) all documents that Grafstein and Biz 120 believe, but are not certain, may have been taken or retained from Carlton; and (2) all documents that were stored on the flash drive Grafstein used to download information from Carlton's computer system. The review of these documents is

subject to the requirement that any documents marked "confidential" by Grafstein or Biz 120 shall be treated as confidential and shall not be used for any purpose other than this litigation.

(C) Within seven (7) days of entry of this Order, Grafstein shall provide a sworn statement identifying all computers or other devices used to access Carlton's computer system and shall make such devices available for inspection and imaging. The parties shall cooperate to draft, within seven (7) days, a proposed protective order and protocol governing the review and inspection of the imaged materials.

II. Grafstein and Biz 120 shall not knowingly use or disclose any documents or other information of Carlton that was taken or retained from Carlton's computer systems. *Nothing in this Agreed Order shall bar Grafstein and/or Biz 120 from using or disclosing any*

III. Nothing in this Agreed Order shall be construed as a finding by this Court that any documents or information that is produced by Grafstein and/or Biz 120 under the terms of this Agreed Order is proprietary or confidential to Carlton or is otherwise a Carlton trade secret, or that Grafstein and/or Biz 120 violated any law. *documents or other information that is available in the public domain.*

Respectfully submitted,

Plaintiff

By: s/ John M. Dickman

John M. Dickman
 Ronald Y. Rothstein
 Sheila P. Frederick
 WINSTON & STRAWN LLP
 35 West Wacker Drive
 Chicago, Illinois 60601
 (312) 558-5600 (phone)
 (312) 558-5700 (fax)
 Email: jdickman@winston.com

Defendants

By: s/ Chad W. Moeller
 Michael G. Kelber
 Chad W. Moeller
 NEAL GERBER & EISENBERG LLP
 2 North LaSalle Street
 Suite 2200
 Chicago, Illinois 60602
 (312) 269-8000 (phone)
 (312) 269-1747 (fax)
 Email: mkelber@ngelaw.com
 cmoeller@ngelaw.com

07C.6757

IT IS SO ORDERED

By: _____

David H. Coar

United States District Judge

Northern District of Illinois

Date: _____

2/4/08